

CHAPMAN AND CUTLER

111 West Monroe Street, Chicago, Illinois 60603-4080

TWX 910-221-2103 Telex 206281

FAX (312) 701-2361

Telephone (312) 845-3000

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

June 25, 1999

RECORDATION NO.

FILED

JUN 25 '99


10-45AM

22206, A, B, C, D, E  
↑

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W. Room 704  
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Locomotive Financing  
BNSF 1999 A-1

Dear Mr. Williams:

 I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the primary documents and the secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

- (1) Memorandum of Lease Agreement (BNSF 1999 A-1), dated June 28, 1999, between FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs KG., as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee");
- (2) Memorandum of First Mortgage (BNSF 1999 A-1), dated June 28, 1999, between the Lessor, as mortgagor (the "Mortgagor"), the Lessee and First Security Bank, National Association, as security trustee (the "Security Trustee");
- (3) Memorandum of Trust Indenture and Security Agreement (BNSF 1999 A-1), dated June 28, 1999 between the Lessee and the Security Trustee;
- (4) Memorandum of Lessee Mortgage Agreement (BNSF 1999 A-1), dated June 28, 1999 between the Lessor and the Lessee; and
- (5) Memorandum of Lessor Security Agreement (BNSF 1999 A-1), dated June 28, 1999, between the Lessor, the Lessee and the Security Trustee.

Law Offices of  
CHAPMAN AND CUTLER

The secondary document is as follows:

(1) Memorandum of Indenture Supplement No. 1 (BNSF 1999 A-1), dated June 28, 1999, between the Lessor and the Security Trustee.

The primary documents to which Memorandum of Indenture Supplement No. 1 (BNSF 1999 A-1) is connected is the Memorandum of Trust Indenture and Security Agreement (BNSF 1999 A-1), referred to above, which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF LEASE AGREEMENT

Lessee: The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Fort Worth, Texas 76131-2830

Lessor: FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs  
KG  
Unsoldstraße 2  
80538 Munchen  
Germany

MEMORANDUM OF FIRST MORTGAGE

Mortgagor: FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs  
KG  
Unsoldstraße 2  
80538 Munchen  
Germany

Lessee: The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Fort Worth, Texas 76131-2830

Security Trustee: First Security Bank, National Association,  
as Security Trustee  
Corporate Trust Department  
79 South Main Street  
Salt Lake City, Utah 84111

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Lessee: The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Fort Worth, Texas 76131-2830

CHAPMAN AND CUTLER

Security Trustee: First Security Bank, National Association,  
as Security Trustee  
Corporate Trust Department  
79 South Main Street  
Salt Lake City, Utah 84111

MEMORANDUM OF INDENTURE SUPPLEMENT NO. 1

Lessor: FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs  
KG  
Unsoldstraße 2  
80538 Munchen  
Germany

Security Trustee: First Security Bank, National Association,  
as Security Trustee  
Corporate Trust Department  
79 South Main Street  
Salt Lake City, Utah 84111

MEMORANDUM OF LESSEE MORTGAGE AGREEMENT

Lessor: FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs  
KG  
Unsoldstraße 2  
80538 Munchen  
Germany

Lessee: The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Fort Worth, Texas 76131-2830

MEMORANDUM OF LESSOR SECURITY AGREEMENT

Lessor: FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs  
KG  
Unsoldstraße 2  
80538 Munchen  
Germany

Lessee: The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Fort Worth, Texas 76131-2830

CHAPMAN AND CUTLER

Security Trustee: First Security Bank, National Association,  
as Security Trustee  
Corporate Trust Department  
79 South Main Street  
Salt Lake City, Utah 84111

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement, Memorandum of First Mortgage, Memorandum of Trust Indenture and Security Agreement, Memorandum of Indenture Supplement No. 1, Memorandum of Lessee Mortgage Agreement and the Memorandum of Lessor Security Agreement is as set forth on Exhibit A hereto.

A fee of one hundred fifty-six dollars (\$156.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE AGREEMENT:

Memorandum of Lease Agreement (BNSF 1999 A-1) between FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, dated June 28, 1999, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(2) MEMORANDUM OF FIRST MORTGAGE:

Memorandum of First Mortgage (BNSF 1999 A-1) between FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Mortgagor, Unsoldstraße 2, 80538 Munchen Germany, The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 28, 1999, covering the obligations of the Mortgagor and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

CHAPMAN AND CUTLER

(3) MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT:

Memorandum of Trust Indenture and Security Agreement (BNSF 1999 A-1) between The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 28, 1999, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(4) MEMORANDUM OF INDENTURE SUPPLEMENT NO. 1:

Memorandum of Indenture Supplement No. 1 (BNSF 1999 A-1) between FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 28, 1999, covering the obligations of the Mortgagor and the Lessee relating to diesel electric locomotives bearing road numbers listed in the exhibit attached thereto. The Memorandum of Indenture Supplement No. 1 is related to the Memorandum of Trust Indenture and Security Agreement between the Lessee and the Security Trustee, dated June 28, 1999, which is filed concurrently herewith.

(5) MEMORANDUM OF LESSEE MORTGAGE AGREEMENT:

Memorandum of Lessee Mortgage Agreement (BNSF 1999 A-1) between FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, dated June 28, 1999, relating to the Lessor's performance of its obligations as described in the Lessee Mortgage.

(6) MEMORANDUM OF LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security Agreement (BNSF 1999 A-1) between FARUS Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 28, 1999, relating to the Lessee's performance of its obligations as described in the Lessor Security Agreement.

CHAPMAN AND CUTLER

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3892.

Sincerely,

CHAPMAN AND CUTLER

BY Karl T. Williams  
Karl T. Williams

Enclosures

Law Offices of  
**CHAPMAN AND CUTLER**

**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	18	BNSF 8800 through BNSF 8814, inclusive; BNSF 9997 through BNSF 9999, inclusive

RECORDATION NO.

FILED

JUN 25 '99

10-45AM

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(BNSF 1999 A-1)**

Memorandum of Trust Indenture and Security Agreement, made and entered into on June 28, 1999 by and between The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Company*"), and First Security Bank, National Association, a national banking association, as security trustee ("*Security Trustee*").

**WITNESSETH:**

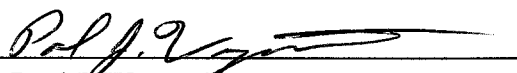
The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1999 A-1) (the "*Indenture*"), dated June 28, 1999, by which the Company has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Security Trustee in order to secure the Company's performance of its obligations as described in the Indenture.

\* \* \*



IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By   
Name: Paul J. Weyandt  
Title: Assistant Vice President-Finance and  
Assistant Treasurer

Executed on this 23<sup>rd</sup> day of June, 1999.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 1999.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By \_\_\_\_\_  
Name: Paul J. Weyandt  
Title: Assistant Vice President-Finance and  
Assistant Treasurer

Executed on this \_\_\_\_ day of June, 1999.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By  \_\_\_\_\_  
Name: **Brett R. King**  
Title: **Assistant Vice President**

Executed on this 23<sup>rd</sup> day of June, 1999.

STATE OF ILLINOIS            )  
  )    SS.:  
COUNTY OF COOK            )

On this, the 23<sup>RD</sup> day of June, 1999, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President-Finance and Assistant Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on June 23, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Dorothy V. Schaezle  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: 11/20/00  
Residing in Lake In The Hills

STATE OF \_\_\_\_\_ )  
  )    SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of June, 1999, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on June \_\_, 1999 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF ILLINOIS            )  
                                      )    SS.:  
COUNTY OF COOK            )

On this, the \_\_\_\_ day of June, 1999, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President-Finance and Assistant Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on June \_\_, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

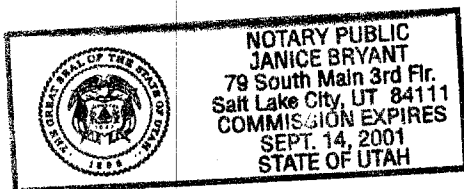
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF UTAH                    )  
                                      )    SS.:  
COUNTY OF SALT LAKE            )

On this, the 27<sup>th</sup> day of June, 1999, before me, a Notary Public in and for said County and State, personally appeared BRETT R. KING, who being by me duly sworn, says that (s)he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on June 27, 1999 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Janice Bryant  
\_\_\_\_\_  
Name: **Janice Bryant**  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

## EXHIBIT A

### UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	18	BNSF 8800 through BNSF 8814, inclusive; BNSF 9997 through BNSF 9999, inclusive